
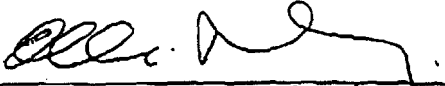


SONERA CORPORATION

By: 
Name: Olli T. Tuohimaa
Title:

SONERA HOLDING, B.V.

By: 
Name: Olli T. Tuohimaa
Title:

Signature Page to Voting Agreement
Voice Stream Wireless Holding Corporation
February 25, 2000


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ALLEN & COMPANY INCORPORATED

By: 
Name:
Title:

MADISON DEARBORN CAPITAL PARTNERS, L.P.

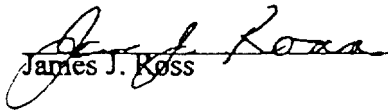
By: Madison Dearborn Partners, L.P.,
its General Partner

By: Madison Dearborn Partners, Inc.,
its General Partner

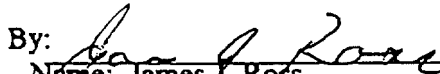
By: _____
Name:
Title:

James N. Perry, Jr.


Richard L. Fields


James J. Ross

ELIZABETH G. ROSS U/T/A, DATED MARCH 4, 1994

By: 
Name: James J. Ross
Title: Trustee

DAVID G. ROSS U/T/A, DATED JUNE 18, 1997

By: 
Name: James J. Ross
Title: Trustee

ALLEN & COMPANY INCORPORATED

By: _____
Name: _____
Title: _____

MADISON DEARBORN CAPITAL PARTNERS, L.P.

By: Madison Dearborn Partners, L.P.,
its General Partner

By: Madison Dearborn Partners, Inc.,
its General Partner

By: _____
Name: _____
Title: _____

James N. Perry, Jr. _____

Richard L. Fields _____

(10/01) 01-20-00 12:15/01 10:30/NO. 1000071200 1 24

SCHEDULE I

Stockholders

Name and Address of Stockholder	Number of Shares
John W. Stanton and Theresa E. Gillespie c/o VoiceStream Wireless Corporation 3650 131st Avenue S.E., Suite 400 Bellevue, WA 98006 Attention: John W. Stanton Fax: 425-586-8010	3,192,774
PN Cellular, Inc. c/o VoiceStream Wireless Corporation 3650 131st Avenue S.E., Suite 400 Bellevue, WA 98006 Attention: John W. Stanton Fax: 425-586-8010	1,686,069
Stanton Family Trust c/o VoiceStream Wireless Corporation 3650 131st Avenue S.E., Suite 400 Bellevue, WA 98006 Attention: John W. Stanton Fax: 425-586-8010	164,437
Stanton Communications Corporation c/o VoiceStream Wireless Corporation 3650 131st Avenue S.E., Suite 400 Bellevue, WA 98006 Attention: John W. Stanton Fax: 425-586-8010	1,274,520
GS Capital Partners, L.P. c/o Goldman, Sachs & Co. 85 Broad Street New York, NY 10004 Attention: Terence O'Toole Fax: 212-902-3000	8,986,738

<p>The Goldman Sachs Group, Inc. c/o Goldman, Sachs & Co. 85 Broad Street New York, NY 10004 Attention: Terence O'Toole Fax: 212-902-3000</p>	68,821
<p>Bridge Street Fund 1992, L.P. c/o Goldman, Sachs & Co. 85 Broad Street New York, NY 10004 Attention: Terence O'Toole Fax: 212-902-3000</p>	273,069
<p>Stone Street Fund 1992, L.P. c/o Goldman, Sachs & Co. 85 Broad Street New York, NY 10004 Attention: Terence O'Toole Fax: 212-902-3000</p>	470,401
<p>Hutchison Telecommunications PCS (USA) Limited</p> <p>c/o Offshore Incorporations Limited P.O. Box 957 Offshore Incorporations Centre Road Town, Tortola British Virgin Islands Telephone No.: 809-494-2233 Facsimile No.: 809-494-4885</p> <p>and:</p> <p>c/o Hutchison Telecommunications Limited 22nd Floor, Hutchison House 10 Harcourt Road Hong Kong Attention: Ms. Edith Shih Fax: 852-2128-1778</p>	19,010,364

Hutchison Telecommunications Holdings (USA) Limited c/o Offshore Incorporations Limited P.O. Box 957 Offshore Incorporations Centre Road Town, Tortola British Virgin Islands Telephone No.: 809-494-2233 Facsimile No.: 809-494-4885 and: c/o Hutchison Telecommunications Limited 22nd Floor, Hutchison House 10 Harcourt Road Hong Kong Attention: Ms. Edith Shih Fax: 852-2128-1778	3,888,888
Douglas G. Smith 6200 Brookside Drive Chevy Chase, MD 20815	1,196,398
Avance Capital Attn: Douglas G. Smith 6200 Brookside Drive Chevy Chase, MD 20815	2,220,266
Avance Capital II Attn: Douglas G. Smith 6200 Brookside Drive Chevy Chase, MD 20815	750,000
Avance Capital III Attn: Douglas G. Smith 6200 Brookside Drive Chevy Chase, MD 20815	375,000
Douglas & Gabriela Smith 1995 Family Trust Attn: Gabriela Smith, Trustee 6200 Brookside Drive Chevy Chase, MD 20815	519,482

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Richard L. Fields 75 Central Park South, Apt. 15B New York, NY 10022	317,368
Allen & Company Incorporated c/o Richard L. Fields, Managing Director 711 Fifth Avenue New York, NY 10022	2,290,522
James N. Perry, Jr. Madison Dearborn Capital Partners, LP Three First National Plaza, Suite 1330 Chicago, IL 60602	50,874
Madison Dearborn Capital Partners, LP c/o James N. Perry, Jr., Managing Director Three First National Plaza, Suite 1330 Chicago, IL 60602	3,232,149
James J. Ross c/o Becker Ross Stone DeStefano & Klein 317 Madison Avenue, Suite 1410 New York, NY 10017	582,445
James J. Ross, as Trustee, of Elizabeth G. Ross U/T/A, dated March 4, 1994 c/o Becker Ross Stone DeStefano & Klein 317 Madison Avenue, Suite 1410 New York, NY 10017	291,100
James J. Ross, as Trustee, of David G. Ross U/T/A, dated June 18, 1997 c/o Becker Ross Stone DeStefano & Klein 317 Madison Avenue, Suite 1410 New York, NY 10017	
Sonera Corporation P.O. Box 106 FIN-00051-TELE Teollisuuskatu 15, Helsinki Attn: Kaj-Erik Relander, Executive Vice President Facsimile: 011 358 2040 3770	

<p>Sonera Holding, B.V. c/o Sonera Corporation P.O. Box 106 FIN-00051-TELE Teollisuuskatu 15, Helsinki Attn: Kaj-Erik Relander, Executive Vice President Facsimile: 011 358 2040 3770</p>	
<p>Upon the execution and delivery of the attached agreement, the following Stockholder shall become a party to this Agreement.</p>	
<p>Telephone and Data Systems, Inc. 30 North LaSalle, Suite 4000 Chicago, IL 60602 Attention: LeRoy T. Carlson, Jr., President Facsimile: 312-630-9299</p>	<p>[Number of Shares shall be as set forth on the agreement attached hereto as Exhibit A.]</p>

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Exhibit A to
Voting Agreement

AGREEMENT

AGREEMENT, dated as of _____, 2000, by and between VOICESTREAM WIRELESS CORPORATION (f/k/a VoiceStream Wireless Holding Corporation), a Delaware corporation ("VoiceStream"), and TELEPHONE AND DATA SYSTEMS, INC., a Delaware corporation ("TDS");

WHEREAS, VoiceStream has entered into a Voting Agreement ("Voting Agreement") dated as of February 25, 2000, together with certain stockholders of VoiceStream set forth on Schedule I thereof ("Stockholders");

WHEREAS, all capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Voting Agreement;

WHEREAS, in the Voting Agreement, the Stockholders and VoiceStream have agreed that, at the time of the closing of the Aerial Reorganization, TDS and VoiceStream shall execute and deliver this Agreement to evidence the admission of TDS as a party to the Voting Agreement;

WHEREAS, the Aerial Reorganization is being consummated concurrently with the execution of this Agreement;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements set forth herein, the parties hereto agree as follows:

1. TDS hereby accepts and agrees to all of the terms and conditions of the Voting Agreement and agrees to become a party to the Voting Agreement as a Stockholder effective immediately.
2. The Voting Agreement shall not in any way limit, amend or modify any of the terms or provisions of the Investor Agreement dated the date hereof among TDS, VS Washington Corporation and VoiceStream.
3. VoiceStream, by action of its Board of Directors, shall appoint a Qualified TDS Designee to the Board of Directors of VoiceStream on the later of (i) the date hereof or (ii) promptly after TDS designates a Qualified TDS Designee.
4. This Agreement shall become effective as of the Effective Time of the Aerial Reorganization and shall supersede the Parent Stockholder Agreement, dated as of September 17, 1999, among Aerial, TDS, VoiceStream and VS Washington

Corporation (f/k/a VoiceStream Wireless Corporation) and the individuals and entities set forth on Schedule I thereto, which shall terminate by its terms at such time.

5. The number of Shares Beneficially Owned by TDS as of the date of this Agreement is _____ Shares.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

VOICESTREAM WIRELESS CORPORATION

By: _____
Name:
Title:

TELEPHONE AND DATA SYSTEMS, INC.

By: _____
Name:
Title: